

AFFIDAVIT

Fred J. Boling, Jr., being duly sworn, deposes and states that the following is true and correct based on my information, knowledge and belief:

1. I am the President of WHCT Management, Inc. ("WHCT Management"), a Massachusetts corporation having its office at 855 Broadway, Saugus, Massachusetts 01906.

2. WHCT Management is a General Partner in Astroline Communications Company Limited Partnership ("Astroline Communications Company"), a Massachusetts limited partnership.

3. Astroline Communications Company has agreed to purchase station WHCT-TV, Channel 18, Hartford, Connecticut from Faith Center, Inc. for \$3.1 million in accordance with the distress sale procedures enunciated in the Federal Communications Commission Statement of Policy on Minority Ownership of Broadcasting Facilities, 68 FCC 2d 979 (1981), as revised, 52 RR 2d 1301 (1982).

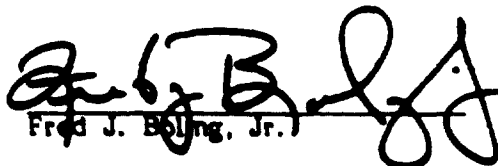
4. Astroline Communications Company has sufficient net liquid assets on hand or available from committed sources to purchase the station, make capital improvements in the facilities and operate the station for at least three months without commercial revenue.

5. Astroline Communications Company can and will meet all contractual requirements as to the loans, collateral, guarantees and capital improvements relating to this transaction.


7. Astroline Communications Company has neither directly nor indirectly paid nor promised to pay any further consideration to the Seller, Faith Center, Inc., other than that reflected in the Agreement entered into between the parties on May 29, 1984.

8. I attest that the statements contained in the foregoing Affidavit are true and correct to the best of my knowledge and belief.

City of Washington) ss:
District of Columbia)


Fred J. Boling, Jr.)

Subscribed and sworn to me this 29th day of May 1984.


Notary Public

My Commission Expires:
My Commission Expires January 31, 1989

PBS 001373

RC 001878

0001042



BANK OF BOSTON

June 25, 1984

Mr. Richard P. Ramirez
General Partner
Astroline Communications
Company Limited Partnership
855R Broadway
Saugus, MA 01906

Mr. Fred J. Boling, Jr.
President
WHCT Management, Inc.
General Partner
Astroline Communications
Company Limited Partnership
855R Broadway
Saugus, MA 01906

Dear Messrs. Ramirez and Boling:

We understand that Astroline Communications Company Limited Partnership ("Astroline"), a Massachusetts limited partnership, has entered into an agreement to purchase the assets of WHCT-TV, Channel 18, Hartford, Connecticut from Faith Center, Inc., for \$3,100,000.

Subject to the conditions of the next paragraph, we are willing and prepared to offer Astroline a ten million dollar (\$10,000,000) line of credit anytime after the Federal Communications Commission ("Commission") approves the distress sale of the assets of WHCT to Astroline. The loan shall be used to cover all or part of the costs relating to renovating the facilities and operation WHCT as a full-time commercial television station.

As you know, the exact pricing, conditions and terms of amortization of a commitment of this type will be determined when we receive a formal loan application from Astroline. I anticipate that the loan will be approved by our Credit Committee, and interest will be accrued on this line of credit at a floating rate equal to one percent (1%) above the prime rate at the time monies are drawn. The loan amount will be repaid in interest only quarterly installments over a nine-month renovation period and an initial twelve-month operation period. Thereafter, payments shall be made upon the principal and interest in quarterly installments pursuant to the provisions of the formal loan agreement.

All loans made under this commitment shall be secured by the equipment and assets of Astroline, subject to the first mortgage on the real property of Astroline to be granted to Faith Center, Inc. In accordance with the Commission regulations, any chattel mortgage or security interest granted to the Bank will include a provision guaranteeing at least 30 days written notice to Astroline and the Commission prior to repossession of any equipment due to default under the terms of the proposed loan agreement.

We are pleased to offer Astroline the line of credit referred to above and look forward to working with Astroline and its General Partners in connection with the acquisition and operation of Channel 18 in Hartford, Connecticut.

Sincerely,

David K. McKown, FVP

RC 001879

DKM:PFW

0001043

ASTROLINE COMPANY
855R Broadway
Saugus, MA 01906

June 26, 1984

Astroline Communications Company
Limited Partnership
855R Broadway
Saugus, MA 01906

Gentlemen:

This will confirm that Astroline Company, a Limited Partner in Astroline Communications Company Limited Partnership, has agreed to provide up to \$500,000 in additional financing to Astroline Communications Company upon the approval by the Federal Communications Commission of the transfer from Faith Center, Inc., to Astroline Communications Company of the FCC license for the operation of WHCT-TV, Channel 18, in Hartford, Connecticut (the "Station") and the acquisition by Astroline Communications Company of the assets of the Station from Faith Center, Inc.

Astroline Company is also willing to provide Astroline Communications Company with additional financing for a period of several months following its acquisition of the Station in order to fund any operating losses which may be incurred in connection with the renovation and operation of the Station during such period.

The financing to be provided by Astroline Company to Astroline Communications Company referred to above will consist of an additional contribution or contributions by Astroline Company to the capital of Astroline Communications Company, a loan or loans to Astroline Communications Company upon terms to be agreed on by Astroline Company and the General Partners of Astroline Communications Company, which may include provisions for the subordination of such debt to other indebtedness of Astroline Communications Company, or some combination of the foregoing.

Yours truly,

ASTROLINE COMPANY

By: /s/ Fred J. Boling, Jr.
Fred J. Boling, Jr.,
General Partner

PBS 001375

RC 001880

0001044

EXHIBIT NO. 8

SECTION V

FCC FORM 314

ASTROLINE COMMUNICATIONS COMPANY

MODEL EQUAL EMPLOYMENT OPPORTUNITY PROGRAM

I. General Policy

Astroline Communications Company (ACC) is committed to a policy of equal employment opportunity to all qualified individuals without regard to their race, color, religion, national origin or sex in all personnel actions including recruitment, evaluation, selection, promotion, compensation, training and termination.

It will be our policy to promote equal employment opportunity through a positive, continuing program of specific practices designed to ensure the full realization of equal employment opportunity without regard to race, color, religion, national origin or sex.

To make this policy effective, and to ensure conformance with the Rules and Regulations of the Federal Communications Commission, we have adopted an Equal Employment Opportunity Program which includes the following elements:

II. Responsibility for Implementation

Richard P. Ramirez, the proposed General Manager of the television station, will be responsible for the administration and implementation of our Equal Employment Opportunity Program. It will also be the responsibility of all persons making employment decisions with respect to recruitment, evaluation, selection, promotion, compensation, training and termination of employees to ensure that our policy and program is adhered to and that no person is discriminated against in employment because of race, color, religion, national origin or sex.

III. Policy Dissemination

To assure that all members of the staff are cognizant of our equal employment opportunity policy and their individual responsibilities in carrying out this policy, the following communication efforts will be made:

The station's employment application form will contain a notice informing prospective employees that discrimination because of race, color, religion, national origin or sex is prohibited and that they may notify the appropriate local, State or Federal agency if they believe they have been the victims of discrimination.

Appropriate notices will be posted informing applicants and employees that the station is an Equal Opportunity Employer and that each employee or applicant has a right to notify an appropriate local, State or Federal agency if they believe they have been victims of discrimination.

We will seek the cooperation of others to help implement our EEO program and all contracts with employees will contain a non-discrimination clause.

IV. Recruitment

To ensure nondiscrimination in relation to minorities and women, and to foster their full consideration in filling job vacancies, we propose to utilize the following recruitment procedures:

We will maintain systematic communication, both orally and in writing, with a variety of minority and women's organizations to encourage the referral of qualified minority and female applicants. Examples of organizations we intend to contact are local chapters of the:

National Black Media Coalition
National Organization of Women
National Association for the Advancement of Colored People
Urban League

In addition to the organizations noted above, which specialize in minority and female candidates, we will deal with employment services, including State employment agencies, which refer job candidates without regard to their race, color, religion, national origin or sex.

When we recruit prospective employees from educational institutions such recruitment efforts will include area schools and colleges with significant minority and female enrollments. Some of the educational institutions to be contacted for recruitment purposes are:

Yale University
Greater Hartford College
Hartford Technical State College
University of Connecticut

When utilizing media for recruitment purposes, help-wanted advertisements will always include a notice that we are an Equal Opportunity Employer and will contain no indication, either explicit or implied, of a preference for one sex or race over another.

When we place employment advertisements in printed media some of such advertisements will be placed in media which have significant circulation or are of particular interest to minorities and women.

We will also encourage employees, particularly minority and female employees, to refer minority and female candidates for existing and future job openings.

V. Training

We will provide on-the-job training to upgrade the skills of employees. We will provide assistance to students, schools or colleges in the area that have programs designed to enable minorities and women to compete for jobs in broadcasting on an equitable basis with other trained professionals.

ASTROLINE COMMUNICATIONS COMPANY LIMITED PARTNERSHIP

Record of Ownership

5/29/84 9/10/85* 12/30/85 3/13/86 12/26/86 4/7/87 11/21/88

GENERAL PARTNERS

Richard P. Ramirez	21%	21%	21%	21%	21%	21%	21%
WHCT Management, Inc. (1)	9%	5%	6%	7%	5%	6%	9%
Thomas A. Hart, Jr.		1%	1%	1%	1%		

LIMITED PARTNERS

Astroline Company (2)	70%	58%	58%	58%	58%	58%	58%
Martha & Robert Rose		6%	6%	6%	6%	6%	6%
Thelma N. Gibbs		6%	6%	6%	6%	6%	6%
Terry Planell		1%	1%	1%	3%	3%	
Danielle Webb		1%	1%				
Don O'Brien		1%					

*Reflects various transactions
completed between 8/16/85 and 9/10/85

- 1) WHCT Management, Inc., is a Massachusetts corporation organized on May 21, 1986. From the date of its organization until 11/18/88, all of its outstanding Common Stock was held by the Astroline Partners (defined below). On 11/18/88, the Astroline Partners transferred all of the outstanding shares of Common Stock to Richard P. Ramirez who is now the sole stockholder of WHCT Management, Inc.
- (2) Astroline Company is a Massachusetts Limited Partnership organized on October 16,, 1981. Effective November 3, 1988, the Limited Partnership was converted to a Massachusetts corporation. At all times the equity interest of both the Limited Partnership and the Corporation have been held by the Astroline Partners defined below.
Now a Corporation

Astroline Partners Defined

The Astroline Partners consist of Herbert A. Sostek, Fred J. Boling, Jr., Joel A. Gibbs (deceased 5/16/86), Richard H. Gibbs and Randall L. Gibbs. The Astroline Partners each have a 20% equity interest in Astroline Company and, until 11/18/88, each had a 20% interest in WHCT Management, Inc. In addition, each of the Astroline Partners holds a 20% interest in Astroline Corporation, a New York corporation, which from time to time has made loans to or on behalf of Astroline Company, and Astroline Connecticut, Inc., which owns certain real property utilized by Astroline Communications Company Limited Partnership.

CSB/aa
December 5, 1988

Collier, Shannon, Rill & Scott
Attorneys-at-Law

1055 Thomas Jefferson Street, N. W.
Washington, D. C. 20007

Telephone: (202) 342-8400
Telex: 440665 CSRS UI
Writer's Direct Dial Number

(202) 342-8470

February 22, 1985

Robert A. Collier (1917-1984)
Thomas E. Shannon
James F. Rill
William W. Scott
David A. Hartquist
James M. Nicholson
Richard E. Schwartz
Richard S. Silverman
R. Timothy Columbus
Lauren R. Howard
Paul D. Cullen
Kathleen E. McDermott
R. Sarah Compton
Steven Schiaars
Mark L. Austrian
Jeffrey W. King
John D. Williams
Paul C. Rosenthal

William F. Fox, Jr.
Of Counsel

Ralph A. Mittelberger
Thomas J. Hamilton
Jeffrey L. Litter
Robert L. Meuser
Thomas A. Hart, Jr.
Michael R. Kershow
Jeffrey S. Decker
David P. Hackett
Judith L. Oldham
Jeanne M. Forch
Lawrence J. Lasoff
Christopher J. MacAvoy
Donald J. Patterson, Jr.
Kathleen T. Weaver
Patrick J. Conn
Randall J. Dranes
Kevin F. Hartley
T. Michael Jankowski
K. Michael O'Connell
B. Michael Hedge
Kurt J. Olson

*FCC
Ownership
Report 323*

RECEIVED
FEB 22 1985

FCC
Office of the Secretary

BY HAND

Mr. William J. Tricarico
Secretary
Federal Communications Commission
1919 M Street, N.W.
Room 222
Washington, D.C. 20554

Re: WHCT-TV; Hartford, Connecticut (Channel 18)

Dear Mr. Tricarico:

Astroline Communications Company Limited Partnership, through counsel, hereby files its Ownership Report (FCC Form 323) for its construction permit for a television station to operate on Channel 18 in Hartford, Connecticut. I have appended a copy of the following documents:

1. Limited Partnership Agreement and Certificate of Astroline Communications Company Limited Partnership;
2. By-Laws of WHCT Management, Inc.; and
3. Articles of Organization of WHCT Management, Inc.

If you have any questions regarding the enclosed documents, please contact the undersigned.

Sincerely,

Thomas A. Hart, Jr.
Thomas A. Hart, Jr.

Enclosures

TAK/tdh

United States of America
Federal Communications Commission
Washington, D.C. 20554

Ownership Report

NOTE Before filling out this form, read instructions printed on Page 4.

Section 310(b) of the Communications Act of 1934 requires that consent of the Commission must be obtained prior to the assignment or transfer of control of a station license or construction permit. This form may not be used to report or request an assignment of license or transfer of control (except to report an assignment of license or transfer of control made pursuant to prior Commission consent).

1. All of the information furnished in Items 1-8 is reported as of

February 22, 19 85 (Date must comply with Section 73.3615(a) when box 1(a) below is checked.)
This report is filed pursuant to instruction (check one)

1(a) ☐ Renewal 1(b) ☒ T.C., A.L. or C.P. 1(c) ☐ Change of prior report
for the following stations:

Call letters	Location	Class of service
WHCT	Hartford, CT	TV

2. Give the name of any corporation or other entity having a direct or indirect ownership interest in the licensee or permittee (see instruction 4)

WHCT Management, Inc. (See Exhibit 1)

3. Show the interests in any other broadcast station of the licensee or permittee, or any of its officers, directors, stockholders, or partners. (Corporations having more than 50 stockholders need answer this only with respect to officers and directors, or stockholders having 1% or more of voting stock.)

None

I certify that I am General Partner
(Official title, see instruction 9)

of Astroline Communications Company Limited
(Exact legal title or name of licensee or permittee) Partners

that I have examined this report; that to the best of my knowledge, information, and belief, all statements of fact contained in said report are true and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth herein.

(Date of certification must be within 30 days of date shown in Item 1 when box 1(a) is checked and in no event prior to Item 1 date.)

Richard P. Rosing February 22, 1985
(Signature of respondent)

Telephone No. of respondent (include area code)

Any person who willfully makes false statements on this report can be punished by fine or imprisonment. U.S. Code, Title 18, Section 1001 (formerly Section 80)

Name and post office address of licensee or permittee.

Astroline Communications Company Ltd. Partner
185 Asylum Street
City Place/31st Floor
Hartford, CT 06103

4. Name of corporation, if other than licensee or permittee, for which report is filed (see instruction 4)

N/A

5. If permittee or licensee is a partnership, state the extent of interest of each partner.

See Exhibit 2

6. List all contracts and other instruments set forth in Section 73.3613 of the Commission's Rules and Regulations

Description of contract or instrument	Name of person or organization with whom contract is made	Date of execution	Date of expiration
Limited Partnership Agreement and Certificate	N/A	5/29/84	Continued in perpetuity unless amended

1a). Capitalization

Class of stock (preferred, common or other)	Voting or non-voting	If per, show par value	If no par show stated value or value assigned	Number of shares				Number of Stockholders
				Authorized	Issued and outstanding	Treasury	Unissued	
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	More than 50 Holders of Voting Stock No <input type="checkbox"/> Yes <input type="checkbox"/> More than 50 Holders of Non-Voting Stock No <input type="checkbox"/> Yes <input type="checkbox"/>

71b). Officers, directors and stock held by each: (See Instructions 3, 4, 5, 6, 7 and 8)

Name of residence and officers and directors	Citizenship	Office of Directorship		Number of class of stock		Other	Number of Votes	Percentage of voting stock held	Name of person replaced, if any
		Office held and date elected	Director - date elected	Common	Preferred				
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Remarks concerning family relationship, qualifying shares, etc.: (See Instructions 5 and 6)

N/A

8. List transactions concerning the ownership of the station (attach to each class.)

Note: (Read carefully) The numbered items refer to line numbers in the following table. Lines 1 thru 17 should be filled out completely when this form is filed to report stock transactions pursuant to Instruction 1(a). Lines 1 thru 8, inclusive, should be filled out when the form is used to report ownership after receipt of original construction permit, or consummation, pursuant to Commission consent, of a transfer of control, or assignment of license, pursuant to Instruction 1(b). Lines 1 thru 6, inclusive, should be filled out when the form is used to report pursuant to Instruction 1(a). Use one column per stockholder. (Attach additional pages if necessary.)

- Line 1 - Name and residence of transferee, purchaser, or stockholder (if other than an individual also show name, address, and citizenship of natural person authorized to vote the stock acquired.)
- 2 - Citizenship
- 3 - Number of shares
- 4 - Number of votes
- 5 - Class of stock (Common CM, Preferred PF, Other)
- 6 - Par or stated value
- 7 - Total consideration paid (if other than cash, describe fully.)
- 8 - Date of acquisition
- 9 - Number of shares of stock held by purchaser or transferee prior to this transaction
- 10 - Percentage of issued stock in corporation held by purchaser or transferee prior to this transaction

- Line 11 - Total number of shares of stock held by purchaser or transferee subsequent to this transaction
- 12 - Percentage of issued stock in corporation held by purchaser or transferee subsequent to this transaction
- 13 - From whom stock acquired
- 14 - Number of shares of stock held by seller or transferor prior to this transaction
- 15 - Percentage of issued stock held by seller or transferor prior to this transaction
- 16 - Number of shares of stock held by seller or transferor subsequent to this transaction
- 17 - Percentage of issued stock held by seller or transferor subsequent to this transaction

1	(a)	(b)	(c)
	N/A	N/A	N/A
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			

Remarks: (See Instructions 3, 7 and 8.)

N/A

Note: The purpose of the above computation is to assist the licensee or permittee in determining whether the transaction in question involves a transfer of control. If such is the case, the transaction cannot be authorized until prior Commission consent has been obtained.

EXHIBIT 1
FCC FORM 323
FOR
WHCT MANAGEMENT, INC.

United States of America
Federal Communications Commission
Washington, D.C. 20554

Ownership Report

NOTE: Before filling out this form, read instructions printed on Page 4.

Section 310(b) of the Communications Act of 1934 requires that consent of the Commission must be obtained *prior* to the assignment or transfer of control of a station license or construction permit. This form may not be used to report or request an assignment of license or transfer of control (except to report an assignment of license or transfer of control made pursuant to prior Commission consent).

I certify that I am _____
(Official title, see instruction 9)

of _____
(Exact legal title or name of licensee or permittee)

that I have examined this report; that to the best of my knowledge, information, and belief, all statements of fact contained in said report are true and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth herein.

(Date of certification must be within 30 days of date shown in Item 1 when box 1(a) is checked and in no event prior to Item 1 date.)

_____, 19____
(Signature of respondent)

Telephone No. of respondent (include area code)

Any person who willfully makes false statements on this report can be punished by fine or imprisonment. U.S. Code, Title 18, Section 1001 (formerly Section 80).

Name and post office address of licensee or permittee.

1. All of the information furnished in Items 1-8 is reported as of

_____, 19____. (Date must comply with Section 73.3615(a) when box 1(a) below is checked.)
This report is filed pursuant to instruction (check one)

1(a) ☐ Renewal
1(b) ☐ T.C., A.L. or C.P.
1(c) ☐ Change of prior report
for the following stations:

Call letters	Location	Class of service
--------------	----------	------------------

WHCT	Hartford, CT	TV
------	--------------	----

2. Give the name of any corporation or other entity having a direct or indirect ownership interest in the licensee or permittee (see instruction 4).

N/A

4. Name of corporation, if other than licensee or permittee, for which report is filed (see instruction 4):

WHCT Management, Inc.

3. Show the interest in any other broadcast station of the licensee or permittee, or any of its officers, directors, stockholders, or partners. (Corporations having more than 50 stockholders need answer this only with respect to officers and directors, or stockholders having 1% or more of voting stock.)

N/A

5. If permittee or licensee is a partnership, state the extent of interest of each partner.

N/A

6. List all contracts and other instruments set forth in Section 73.3613 of the Commission's Rules and Regulations.

Description of contract or instrument	Name of person or organization with whom contract is made	Date of execution	Date of expiration
Articles of Incorporation	N/A	5/29/84	Perpetual
By-Laws	N/A	5/29/84	Perpetual

Class of stock (preferred, common or other)	Voting or non-voting	show par value	value or value assigned	Authorized	issued and outstanding	Treasury	Unissued	Notes
Common	Voting	\$.01	N/A	300,000	1,000		299,000	More than 50 Holders of Voting Stock No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> More than 50 Holders of Non-Voting Stock No <input checked="" type="checkbox"/> Yes <input type="checkbox"/>

7(h). Officers, directors and stock held by each: (See Instructions 3, 4, 5, 6, 7 and 8)

Name of residence and officers and directors	Citizenship	Office of Directorship		Number of class of stock		Other	Number of Votes	Percentage of voting stock held	Name of person replaced, if any
		Office held and date elected	Director - date elected	Common	Preferred				
Fred J. Boling, Jr. 24 Tophet Road Lynnfield, MA 01940	U.S.	President/ Treasurer	Yes	-0-	-0-	-0-	-0-	N/A	N/A
Herbert A. Sostek 65 E. Indiana Row #21-F Boston, MA 02110	U.S.	Chairman of the Board	Yes	-0-	-0-	-0-	-0-	N/A	N/A
Joel A. Gibbs Hilltop Avenue Wenham, MA 01984	U.S.	Vice Presi- dent	Yes	-0-	-0-	-0-	-0-	N/A	N/A

SUPPLEMENT
ATTACHED

Remarks concerning family relationship, qualifying shares, etc.: (See Instructions 5 and 6)

Note: (Read carefully!) The numbered items refer to line numbers in the following table. Items 1 thru 17 should be filled out completely when this form is filed to report stock transactions pursuant to Instruction 1(c). Lines 1 thru 8, inclusive, should be filled out when the form is used to report ownership after receipt of original construction permit, or continuation, pursuant to Commission consent, of a transfer of control, or assignment of license, pursuant to Instruction 1(b). Lines 1 thru 6, inclusive, should be filled out when the form is used to report pursuant to Instruction 1(a). Use one column per stockholder. (Attach additional pages if necessary.)

Line	
11	- Total number of shares of stock held by purchaser or transferee subsequent to this transaction
12	- Percentage of issued stock in corporation held by purchaser or transferee subsequent to this transaction
13	- From whom stock acquired
14	- Number of shares of stock held by seller or transferor prior to this transaction
15	- Percentage of issued stock held by seller or transferor prior to this transaction
16	- Number of shares of stock held by seller or transferor subsequent to this transaction
17	- Percentage of issued stock held by seller or transferor subsequent to this transaction

Remarks. (See Instructions 3, 7 and 8.)

note: The purpose of the above computation is to assist the licensee or permittee in determining whether the transaction in question involves a transfer of control. If such is the case, the transaction cannot be authorized until prior Commission consent has been obtained.

Instructions Ownership Report, FCC Form 323

1. This report is to be filed by AM, FM, International or Television broadcast stations as follows (See §73.3613).
 - (a) By licensees with the application for renewal of station license.
 - (b) By licensees or permittees within 30 days after the consummation, pursuant to Commission consent, of a transfer of control, or an assignment of license or the grant of an original construction permit.
 - (c) By licensees or permittees within 30 days after any changes in the information called for by this form.
 - (d) File one copy with the Federal Communications Commission, Washington, D.C. 20554. If information submitted is equally applicable to each station above listed, one report may be filed for all such stations, otherwise a separate report shall be filed for each station.
 - (e) Partnerships and individuals are to fill out Paragraphs 1, 2, 3, 5 and 6. Corporations and associations are to fill out Paragraphs 1, 2, 3, 4, 6, 7 and 8.
 - (f) This form is to be filled out completely when filed pursuant to (a) and (b) above. When filled out pursuant to (c), changes only need be noted.
2. Any contract or modification of contract relating to the ownership, control, or management of the licensee or permittee or its stock must be filed with the Commission, as required by Section 73.3613 of the Rules. Attention is directed to the fact that Section 73.3613 requires the filing of all contracts of the types specified and is not limited to executed contracts but includes options, pledges, and other executory agreements and contracts relating to ownership, control, or management.
3. This form should be used to report all types of transactions concerning stock, agreements, voting control, trusts, etc., including an acquisition or sale by a corporation of its stock:
 - (a) Where a corporation sells its own stock an explanation of the character of the shares sold (such as authorized but unissued, treasury stock, etc.) should be given under "Remarks", Paragraph 8, Page 3.
 - (b) Where a corporation acquires its own stock an explanation of the disposition made or proposed (such as cancelled, held as treasury stock, etc.) should be given under "Remarks", Paragraph 8, Page 3.
4. If the licensee or permittee is directly or indirectly controlled by another corporation, or, if another corporation has a 25% or greater ownership interest, direct or indirect, in such licensee or permittee (whether or not such interest constitutes control of the licensee or permittee), a separate Form 323 should be submitted to report changes in the officers, directors, or stockholders of such corporation or corporations.
5. Whether report is required as to stock interest, it should include beneficial as well as legal interests. In reporting the beneficial interests of a person not a stockholder of record or who has any other direct or indirect interest in the licensee or permittee, use the space provided for "Remarks", Paragraph 7, Page 2, or separate sheets to give full explanation.
6. Under "Remarks", Paragraph 7, Page 2, give a full information as to any family relationship (e.g. father-son, man-wife, brothers, sisters, uncle-nephew, cousins, etc.) or as to any business association (e.g. partners in other business enterprises, etc.) between one or more officers, directors, or stockholders of the licensee or permittee and any other officer, director, or stockholder who is the subject of this report.
7. Where information is required with respect to stockholders in corporations having more than 50 stockholders, such information need be filed only with respect to stockholders who are officers and directors or who have 1% or more of the stock of the corporation.
8. THIS FORM IS NOT TO BE USED TO REPORT OR REQUEST A TRANSFER OF CONTROL OR ASSIGNMENT OF LICENSE OR CONSTRUCTION PERMIT (except to report a transfer of control or assignment of license made pursuant to prior Commission consent). The appropriate forms for use in connection with such transfers or assignments are FCC Forms 314, 315 and 316. It is the prime responsibility of the licensee or permittee to determine whether a given transaction constitutes a transfer of control or an assignment. However, for purposes of example only, and for the convenience of interested persons, there are listed below some of the more common types of transfers concerning which doubt exists in the minds of broadcasters.

A transfer of control takes place when:

 - 1) An individual stockholder gains or loses affirmative or negative (50%) control. (Affirmative control consists of control of more than 50% of voting stock, negative control consists of control of exactly 50% of voting stock.)
 - 2) Any family group or any individual in a family group gains or loses affirmative or negative (50%) control. (See also Instruction 6.)
 - 3) Any group in privity gains or loses affirmative or negative (50%) control.

The following are examples of transfers of control or assignments of licenses requiring prior Commission consent:

 - 1) A, who owns 51% of the licensee's or permittee's stock, sells 1% or more thereof to B. A transfer has been effected.
 - 2) X corporation, wholly owned by Y family, reduced outstanding stock by purchase of treasury stock which results in family member A's individual holdings being increased to 50% or more. A transfer has been effected.
 - 3) A and B, man and wife, each own 50% of the licensee's or permittee's stock. A sells any of his stock to B. A transfer has been effected.
 - 4) A is a partner in the licensee. A sells any part of his interest to newcomer B or existing partner C. An assignment has been effected.
 - 5) X partnership incorporates. An assignment has been effected.
 - 6) Minority stockholders form a voting trust to vote their 50% or more combined stockholdings. A transfer has been effected.
 - 7) A, B, C, D and E each own 20% of the stock of X corporation. A, B and C sell their stock to F, G and H at different times. A transfer is effected at such time as C sells 10% or more of his stock. In other words, a transfer is effected at such time as 50% or more of the stock passes out of the hands of the stockholders who held stock at the time the original authorization for the licensee or permittee corporation was issued.
9. The official title of the respondent must be the individual licensee or permittee, a partner in the licensee or permittee partnership, or an officer in the licensee or permittee corporation.

SUPPLEMENT TO
FCC FORM 323
FOR
WHCT MANAGEMENT, INC.

7(b). Officers, directors and stock held by each:

Richard H. Gibbs 60 Puritan Lane Swampscott, MA 01907	U.S.	Vice President	Yes	-0-	-0-	-0-	-0-	N/A	N/A
William C. Lance 518 Chestnut Street Waban, MA 02168	U.S.	Clerk	Yes	-0-	-0-	-0-	-0-	N/A	N/A

EXHIBIT 2

Astroline Communications Company Limited Partnership ("ACC") is a limited partnership. The General Partners in ACC are Richard P. Ramirez and WHCT Management, Inc. The Limited Partner in ACC is Astroline Company. The respective equity interests and voting interests of the partners in ACC are as follows:

<u>GENERAL PARTNERS</u>	<u>EQUITY INTEREST</u>	<u>VOTING INTEREST</u>
Richard P. Ramirez	21%	70%
WHCT Management, Inc.	9%	30%
 <u>LIMITED PARTNER</u>		
Astroline Company	70%	None

A separate Ownership Report (FCC Form 323) is being submitted for WHCT Management, Inc. as Exhibit 1.

ACC certifies that its Limited Partnership Agreement and Certificate conforms in all significant respects to the Uniform Limited Partnership Act.

ASTROLINE COMMUNICATIONS COMPANY LIMITED PARTNERSHIP

Schedule A

<u>General Partners</u>	<u>Capital Contribution</u>	<u>Percentage Interest</u>
Richard P. Ramirez 39 Chestnut Street Boston, MA 02108	\$200	21%
WHCT Management, Inc. 855R Broadway Saugus, MA 01906	\$100	9%
<u>Limited Partner</u>		
Astroline Company 855R Broadway Saugus, MA 01906	\$700	70%

1 alternatives for allocating partnership items to the
2 partners.

3 MR. IZARD: Your Honor, I offer Exhibit 41.

4 MR. DURRSCHMIDT: No objection.

5 MR. NOLAN: No objection.

6 THE COURT: Full exhibit.

7 BY MR. IZARD:

8 Q Now, why did you prepare Exhibit 41?

9 A It's an explanation of a proposed change to the allocation
10 of the partnership's gains or losses to the partners primarily
11 to alter the tax benefits of the losses.

12 Q To what extent was Arthur Andersen involved in the process
13 of advising on allocating change --

14 A We were -- yes. When I first became involved, the
15 structure of the venture had not been finalized. And one of
16 my responsibilities as a tax adviser is to try to advise
17 concerning the most efficient tax structure for the deal.

18 Q As of this time, what experience did you have in advising
19 regarding partnership tax structures?

20 A I had several other partnership clients that had similar
21 allocation approaches.

22 Q When you say "similar allocation" structures, what do you
23 mean by "similar"?

24 A In which there is an allocation of the expenses incurred
25 by a partnership to a group of partners during the earlier

Davenport - Direct

1 stages of the partnership, generally, the group that is
2 actually providing the funds for those expenses, with the idea
3 that it subsequently be reversed when the partnership becomes
4 profitable.

5 Q And what do you mean by "profitable"?

6 A Generally, the idea is that you would allocate losses one
7 way, and then, once the partnership began generating income,
8 you would allocate the income to those same partners until
9 they have an allocated income sufficient to offset the losses
10 they had been previously allocated.

11 Q And is that to bring their capital accounts back to zero?

12 A Generally, yes.

13 Q And in your experience, have you been involved in any
14 challenges by the Internal Revenue Service regarding
15 partnerships with these structures?

16 A I have not.

17 Q Now, throughout the -- in addition to working on the
18 initial -- working on the allocation of profits and losses,
19 did you provide any other services to Astroline Communications
20 Company, Limited Partnership?

21 A I served the various tax consulting through the years if
22 tax issues were raised. And, also, we were responsible for
23 the preparation of the income tax returns for the
24 partnership.

25 Q And in the course of performing these services, who did

Davenport - Direct/Cross

1 you deal with at Astroline Communications Company, Limited
2 Partnership?

3 A Rich Ramirez.

4 Q And to what extent did you deal with Fred Boling?

5 A Not at all, basically, on these issues.

6 Q Did you deal with Mr. Boling on any issues regarding
7 Astroline Communications Company, Limited Partnership?

8 A Other than the initial meetings on the structuring of the
9 partnership, I don't remember having ongoing contact with
10 Fred, Mr. Boling, concerning partnership matters.

11 Q Okay. And did you have any dealings with Mr. Sostek
12 regarding Astroline Communications Company, Limited
13 Partnership?

14 A The same. After the initial meetings, no further
15 contact.

16 MR. IZARD: I have no further questions.

17 CROSS-EXAMINATION

18 BY MR. DURRSCHMIDT:

19 Q Mr. Davenport, the separate profit/loss allocation
20 distinction, as set forth in Exhibit 41, versus an ownership
21 percentage, is that authorized by the Internal Revenue Code?

22 A Yes. You can have special allocations permissible under
23 the Internal Revenue Code.

24 Q So that you can have a different allocation for profit and
25 loss from the percentage of ownership?